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15 UNITED STATES DISTRICT COURT
16
17 NORTHERN DISTRICT OF CALIFORNIA
18
19 SAN FRANCISCO DIVISION
20

21 CHRIS CRIMI, on Behalf of Himself and All
22 Others Similarly Situated,

23 Plaintiff,

24 vs.

25 EDWARD W. BARNHOLT, H. RAYMOND
26 BINGHAM, ROBERT T. BOND, RICHARD J.
27 ELKUS, JR., STEPHEN P. KAUFMAN,
28 KENNETH LEVY, MICHAEL E. MARKS,
DEAN O. MORTON, KENNETH L.
SCHROEDER, JON D. TOMPKINS,
RICHARD P. WALLACE, KLA-TENCOR
CORPORATION, and DOES 1 through 25,

Defendants.

Case No. CV-08-2249 CRB

**[PROPOSED] ORDER ON
DEFENDANT KLA'S MOTION TO
DISMISS PURSUANT TO
FEDERAL RULE OF CIVIL
PROCEDURE 12(B)(6)**

DATE: September 12, 2008

TIME: 10:00 a.m.

DEP'T: Courtroom 8

Hon. Charles R. Breyer

[PROPOSED] ORDER

Having considered Defendant KLA-Tencor Corporation's ("KLA's") Motion to Dismiss pursuant to Federal Rule of Civil Procedure 12(b)(6), and any opposition thereto, IT IS HERE BY ORDERED:

1. Plaintiff's voting related claims are dismissed as being derivative under applicable Delaware law

2. Plaintiff's "holder" claims are dismissed because they are barred under SLUSA.

3. Plaintiff cannot state a claim for breach of fiduciary duty because KLA owed Plaintiff no duty to disclose historical "backdating" from the past because there had been no adjudication of wrongdoing as of the time Plaintiff alleges the duty to disclose existed.

Dated: _____

Hon. Charles R. Breyer
U.S. District Court Judge